

DLA PIPER LLP (US)
1251 Avenue of the Americas
New York, New York 10020-1104
Tel: (212) 335-4500
Fax: (212) 335-4501
Timothy W. Walsh
Jeremy R. Johnson

Hearing Date: November 4, 2009
Time: 3:15 p.m.

Attorneys for Victory Memorial Hospital, et al.

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

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| -----X | | |
| In re: | : | Chapter 11 |
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| VICTORY MEMORIAL HOSPITAL, <u>et al.</u> , | : | Case Nos.: 06-44387-CEC |
| | : | 06-44388-CEC |
| | : | 06-44389-CEC |
| Debtors. | : | Jointly Administered |
| | : | |
| -----X | | |

**DEBTORS' OBJECTION TO ORDER TO SHOW CAUSE, INTER
ALIA, FOR AN ORDER PURSUANT TO 11 USCA SECTION 362
TO VACATE AUTOMATIC STAY FILED BY MONICA W. INC.**

Victory Memorial Hospital (the "Debtor"), one of the above-captioned debtors and debtors in possession, by its undersigned attorneys, DLA Piper LLP (US), files this objection (the "Objection") to the Order to Show Cause, Inter Alia, For an Order Pursuant to 11 USCA [sic] Section 362 to Vacate Automatic Stay (the "Order to Show Cause") filed by Monica W. Inc. (the "Landlord"). In support of this Objection, the Debtor respectfully represent as follows:

Objection

The Debtors respectfully submit that entry of any order which seeks to impose liability with respect to the lease covering 5909 8th Avenue, Brooklyn, New York (the "Eighth Avenue Lease") is unwarranted. Due to an inadvertent oversight, the Landlord filed the Order to Show Cause despite, and without reference to, the order of the Bankruptcy Court attached hereto as

Exhibit A (the “Order”), authorizing the assumption and assignment of the Eighth Avenue Lease to Brooklyn Hospital. Among other things, the Order provides that upon the “Effective Date”: (i) the Eighth Avenue Lease was deemed assumed by the Debtors and assigned to Brooklyn Hospital; (ii) Brooklyn Hospital is responsible for all obligations under the Eighth Avenue Lease; and (iii) the Debtor shall have no further obligations for any claims in connection with the Eighth Avenue Lease. Order, ¶¶20-24. The Debtor believes that all conditions precedent to the Effective Date enumerated in the Order were satisfied on or around January 2, 2008. *See Affidavit of Compliance of Donald DeFranco*, attached hereto as Exhibit B,

Based on the foregoing and the Order, the Debtor respectfully submits that no cause against the Debtor with respect to the Eighth Avenue Lease exists, whether as a result of Brooklyn Hospital’s failure to vacate or otherwise. The Debtor hopes that this inadvertent oversight on the part of the Landlord can be resolved without the need for further motion practice.

Dated: November 3, 2009
New York, New York

DLA PIPER LLP (US)

By: /s/ Timothy W. Walsh
Timothy W. Walsh, Esq.
1251 Avenue of the Americas
New York, New York 10020
Telephone: (212) 335-4500
Facsimile: (212) 335-4501

Exhibit A

Exhibit B